

The Companies Act 2006*

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Company No 691545

ARTICLES of ASSOCIATION

of

THE NEWCOMEN SOCIETY FOR THE STUDY OF
THE HISTORY OF ENGINEERING AND TECHNOLOGY

Registered Charity No 215410

Incorporated the 3rd day of May, 1961

(As amended 8th December 1976, 8th October 1980, 12th June 2002, 9th January 2008,
12th January 2011, 10th April 2013 and 27th February 2023)



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* As re-enacted, amended etc.

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1 The company's name is

The Newcomen Society for the Study of the History of Engineering and Technology

(and in this document it is called 'the Society')

Interpretation

2 In these Articles:

'Address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

'the Articles' means the Society's Articles of Association;

'clear days' in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

'the Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

'Council' means the board comprising the members of Council of the Society;

'members of Council' means the directors of the company. The directors are charity trustees as defined by section 177 of the Charities Act 2011 and company directors under the Companies Act 2006;

'document' includes, unless otherwise specified, any document sent or supplied in electronic form;

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'Members' means the members of the Society;

'Objects' means the Society's objects as set out in Article 4;

'Officers' includes the nominated officials and the Secretary (if any);

'the President' means the member of Council appointed to lead the Society by the Members at an annual general meeting;

'the seal' means the common seal of the Society;

'Secretary' means any person appointed to perform the duties of the Secretary of the Society;

'the Society' means the company intended to be regulated by the Articles;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 45 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the member of Council;
- (2) the spouse or civil partner of the member of Council or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the member of Council or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the member of Council or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
 - (a) the member of Council or any connected person falling within sub- clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

Liability of Members

- 3 The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
- (1) payment of the Society's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

4 The Society's objects ('Objects') are specifically restricted to the following:

- (A) To promote, encourage and co-ordinate the study of the history of engineering, industry, and technology and to implement these objects by the following means:-
- (1) To disseminate historical information among the Members and the general public by meetings, intercourse, discussion, correspondence, circulation of notes, papers and other documents, including by electronic means, and visits to objects and places of interest.
 - (2) To foster and maintain historical investigation and research; to act as a channel of communication between those who are engaged on similar lines of research or study; to indicate and record (including by electronic means) where information is to be found.
 - (3) To collect and preserve, or cause to be preserved, by any appropriate means, examples, records, manuscripts, drawings and illustrations of, or relating to, engineering work and industrial processes.
 - (4) To collect and preserve, or cause to be preserved, by any appropriate means, biographical matter concerning those who have contributed to engineering, industrial progress or technology.
 - (5) To arrange for the presentation, by any appropriate means, of original papers and other material on subjects of historical engineering or technological interest, and to publish such papers, together with biographical notices, reports on the activities of the Society and other relevant information. To arrange for reprints or electronic republishing of books, articles, reviews, etc., of engineering or technological historical interest, or of other matter, contributing to the aims and objects of the Society.
 - (6) To do all such acts as shall lead to active corporate life of the Society, and to co-operate for common objects as the Council shall see fit with any other Society or Association established for educational or charitable purposes.
- (B) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Nothing in the Articles shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

Powers

5 The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:

- (1) to raise funds. In doing so, the Society must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011.

- (4) to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Society according to a role description and at a remuneration set by Council. The Society may employ or remunerate a member of Council only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Society to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for members of Council in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

Application of income and property

- 6 (1) The income and property of the Society shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A member of Council is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.
 - (b) A member of Council may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A member of Council may receive an indemnity from the Society in the circumstances specified in article 55.
 - (d) A member of Council may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit

to any member of the Society. This does not prevent a member who is not also a member of Council receiving:

- (a) a benefit from the Society in the capacity of a beneficiary of the Society;
- (b) reasonable and proper remuneration for any goods or services supplied to the Society.

Benefits and payments to members of Council and connected persons

7

General provisions

(1) No member of Council or connected person may:

- (a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Society;
- (c) be employed by, or receive any remuneration from, the Society;
- (d) receive any other financial benefit from the Society;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting benefits of members of Council or connected persons

- (2) (a) A member of Council or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of Council do not benefit in this way.
- (b) A member of Council or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a member of Council or connected person may provide the Society with goods that are not supplied in connection with services provided to the Society by the member of Council or connected person.
- (d) A member of Council or connected person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A member of Council or connected person may receive rent for premises let by the member of Council or connected person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of Council concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A member of Council or connected person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The Society and its members of Council may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society or its members of Council (as the case may be) and the member of Council or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Society.
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other members of Council are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a member of Council or connected person. In reaching that decision Council must balance the advantage of contracting with a member of Council or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Society.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of members of Council is present at the meeting.
 - (f) The reason for their decision is recorded by Council in the minute book.
 - (g) A majority of members of Council then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'Society' includes any company in which the Society:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more members of Council to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 59 'Interpretation'.

Declaration of members of Council's interests

- 8 A member of Council must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A member of Council must absent himself or herself from any discussions of Council at which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

- 9 (1) If a conflict of interests arises for a member of Council because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of Council may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted member of Council is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted member of Council does not vote on any such matter and is not to be counted when considering whether a quorum of members of Council is present at the meeting; and
 - (c) the unconflicted members of Council consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of Council or to a connected person.

Members

- 10 (1) Membership is open to individuals who have an interest in the history of engineering and technology and who:
- (a) apply to the Society in the form required by Council;
 - (b) are approved by Council; and
 - (c) pay on joining and yearly thereafter the subscription set by Council.
- (2) (a) Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- (b) Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) Council must consider any written representations the applicant may make about the decision. Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable.
- (4) Council must keep a register of names and addresses of the Members.

Classes of membership

- 11 (1) Council may establish, and review from time to time, classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- (2) Council may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if a special resolution is passed at a general meeting.

- (4) The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

Termination of membership

12 Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Society unless, after the resignation, there would be less than two Members;
- (3) any sum due from the member to the Society is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of Council that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

General meetings

- 13 (1) The Society must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 14 Council may call a general meeting at any time.

Notice of general meetings

- 15 (1) The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 22.
- (4) The notice must be given to all the Members and to the members of Council and auditors.

- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

Proceedings at general meetings

- 17 (1) (a) All general meetings of the Society may be held in person, by electronic means or both in person and by electronic means.
- (b) Council may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it, including electronic means of communication and / or voting. Council may place appropriate limits on the amount of time a member may speak.
- (2) No business shall be transacted at any general meeting unless a quorum is present. A quorum is the greater of:
- (a) 20 Members; or
- (b) five percent of the total membership.
- present in person, by electronic means, or by proxy and entitled to vote upon the business to be conducted at the meeting at the time .
- 18 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as Council shall determine.
- (2) Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person, by electronic means or by proxy at that time shall constitute the quorum for that meeting.
- 19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of Council.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of Council nominated by Council shall chair the meeting.
- (3) If there is only one member of Council present and willing to act, he or she shall chair the meeting.
- (4) If no member of Council is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person, by electronic means or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20 (1) The Members present in person, by electronic means or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which

the meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Voting at general meetings

- 21 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two Members present in person, by electronic means or by proxy and having the right to vote at the meeting; or
 - (c) by a member or Members present in person, by electronic means or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 22 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as Council may determine; and
 - (d) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 23 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

- 24 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the

Society's registered office within the period of 28 days beginning with the circulation date.

- (2) A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

Votes of Members

- 25 Every Member shall have one vote. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 26 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Members of Council

- 27 (1) A member of Council must be a natural person aged 16 years or older and a member of the Society.
(2) No one may be appointed a member of Council if he or she would be disqualified from acting under the provisions of article 36.
- 28 The members of Council shall be the persons elected and appointed under Articles 31 to 35 below. The minimum number of elected members of Council shall be 9 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 29 A member of Council may not appoint an alternate member of Council or anyone to act on his or her behalf at meetings of Council.

Powers of Council

- 30 (1) Council shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
(2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of Council.
(3) Any meeting of members of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by Council.

Election and appointment of members of Council

- 31 The Society may:
 - (1) appoint at its annual general meeting Members who are willing to act as President and other Officers of the Society, on such terms of office and of reference as Council shall determine and the annual general meeting shall ratify. Council will review and amend from time to time the role description for each of the Officers and any employees or contractors. The Officers together with any employees or contractors will collectively execute the decisions of Council.
 - (2) elect a number of members of Council following nomination by Members of the Society and ratify these elections at its annual general meeting.
- 32 (1) Council shall meet each year in good time prior to the annual general meeting to nominate Officers for the next succeeding year.
(2) Council shall determine the procedure by which members are elected to Council and

invite Members of the Society to stand for election, ensuring that if more nominations are made than places available a ballot takes place in due time before the annual general meeting.

- 33 Elected members of Council shall serve for a term of three consecutive years, after which they may stand for election for a second three-year term. At the end of their second term they will be ineligible for re-election as a member of Council for a period of one year.
- 34 (1) Council may co-opt for a period of one year, to be reviewed annually at the annual general meeting, up to three other Members of the Society who provide particular skills, expertise or experience not otherwise available
- (2) Council may invite other Members of the Society to attend and advise its meetings, but they shall not have a vote in Council decisions.
- (3) Council shall have the power to fill any vacancies in its number during the year; any member of Council so appointed shall retire at the next annual general meeting, but unless otherwise ineligible according to the Articles shall be eligible to be nominated for re-election.
- 35 The appointment of a member of Council, whether by the Members of the Society in general meeting or by Council, must not cause the number of appointed members of Council to exceed the number of elected members.

Disqualification and removal of members of Council

- 36 A member of Council shall cease to hold office if he or she:
- (1) ceases to be a member of Council by virtue of any provision in the Companies Acts or is prohibited by law from being a member of Council;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a Member of the Society;
- (4) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of Council and may remain so for more than three months;
- (5) resigns as a member of Council by notice to the Society (but only if at least two members of Council will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of Council from all their meetings held within a period of six consecutive months and Council resolve that his or her office be vacated.
- 37 Prior to any decision to expel a member, Council shall invite and consider any written representations the member may make.

Remuneration of members of Council

- 38 Members of Council must not be paid any remuneration unless it is authorised by article 7 and shall not normally be eligible to claim expenses for their participation in Council's meetings or other activities, but Council may at their discretion pay such expenses if this would otherwise prevent a Member from regular participation.

Proceedings of Council

- 39 (1) Council may regulate their proceedings as they think fit, subject to the provisions of the Articles, and shall meet as frequently as they consider necessary for the conduct of its business, but not fewer than four times a year.
- (2) Any three members of Council may request a meeting of Council.
- (3) The Secretary must call a meeting of Council, to be held within four weeks, if requested to do so by three members of Council.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by Council in which each participant may communicate with all the other participants.
- 40 (1) No decision may be made by a meeting of Council unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by Council in which a participant or participants may communicate with all the other participants and record their vote.
- (2) The quorum shall be six, or such larger number as may be decided from time to time by Council.
- (3) A member of Council shall not be counted in the quorum present when any decision is made about a matter upon which that member of Council is not entitled to vote.
- 41 If the number of members of Council is less than the number fixed as the quorum, the continuing members of Council or member of Council may act only for the purpose of filling vacancies or of calling a general meeting.
- 42 (1) the President shall, unless Council decides otherwise, chair their meetings; Council may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of Council present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of Council shall have no functions or powers except those conferred by the Articles or delegated to him or her by Council.
- 43 (1) A resolution in writing or in electronic form agreed by all of Council entitled to receive notice of a meeting of Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of Council duly convened and held.
- (2) The resolution in writing or in electronic form may comprise several documents containing the text of the resolution in like form to each of which one or more members of Council has signified their agreement.

Delegation to committees, centres and editors

- 44 (1) Council may delegate any of their powers or functions to one or more committees of two or more members of Council but the terms of any delegation must be recorded in the minute book and reviewed annually. Committees may invite Members of the Society or others to advise them.

- (2) Council may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with Council.
- (3) Council may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to Council.
- (5) Council may establish centres based on regions, subjects or themes and determine their terms of reference and budgetary delegations. Centres shall account to the Society for all moneys received and expended in such manner as Council may require.
- (6) Council may appoint an editor or editors for the Society's publications, on such terms of reference and conditions as they shall determine, and may subject to any contractual agreements with their publishers delegate to their editor(s) editorial decisions as to the content of such publications.

Validity of Council's decisions

- 45 (1) Subject to article 45(2), all acts done by a meeting of members of Council, or of a committee of members of Council, shall be valid notwithstanding the participation in any vote of a member of Council:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 if without:
 - (d) the vote of that member of Council; and
 - (e) that member of Council being counted in the quorum;
 the decision has been made by a majority of Council at a quorate meeting.
- (2) Article 45(1) does not permit a member of Council or a connected person to keep any benefit that may be conferred upon him or her by a resolution of Council or of a committee of members of Council if, but for article 45(1), the resolution would have been void, or if the member of Council has not complied with article 8.

Seal

- 46 The seal of the Society must only be used by the authority of Council or of a committee of members of Council authorised by Council. The members of Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of Council and by the Secretary or by a second member of Council.

Minutes

- 47 Council must keep and circulate to members of Council all papers and other materials discussed at its meetings and the minutes of all:
- (1) appointments of employees and contractors made by Council;
 - (2) proceedings at meetings of the Society;
 - (3) meetings of Council and committees of Council including:
 - (a) the names of the members of Council and any other persons present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.
 - (4) Minutes of meetings shall not be definitive unless and until ratified by Council at the next following meeting.

Accounts

- 48 (1) Council must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. Council shall lay before the annual general meeting following the end of the year to which they refer a proper income and expenditure account and balance sheet for the period.
- (2) Council must keep accounting records as required by the Companies Act, Charity Commission guidance and any other statutory requirements.

Annual Report and Return and Register of Charities

- 49 (1) Council must comply with the requirements of the Charities Act 2011 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) Council must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

Means of communication to be used

- 50 (1) Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a member of Council in connection with the taking of decisions by members of Council may also be sent or supplied by the means by which that member of Council has asked to be sent or supplied with such notices or documents for the time being.

- 51 Any notice to be given to or by any person pursuant to the Articles must be in writing or in electronic form.
- 52 (1) The Society may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. If the notification concerns a notice of a company meeting it must state that and must specify the purpose, place date and time of the meeting.
- (2) A member who does not register a postal or electronic address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- 53 A member present in person or by electronic means at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 55 (1) The Society shall indemnify a relevant member of Council against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006;
- (2) In this article a 'relevant member of Council' means any member of Council or former member of Council of the Society.

Rules

- 56 (1) Council may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of Members of the Society (including the admission of

organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;

- (b) the conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of Council in so far as such procedure is not regulated by the Companies Acts or by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Society in a general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) Council must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Society.
- (5) The rules or bye laws shall be binding on all Members of the Society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

Disputes

- 57 If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members of the Society under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try to settle the dispute but not prevent the parties from resorting to litigation.

Dissolution

- 58 (1) The Members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the Members of the Society, Council of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Society be paid to or distributed among

the Members of the Society (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the Members or Council the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.

Interpretation

59 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 46 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the member of Council;
- (2) the spouse or civil partner of the member of Council or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the member of Council or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (b) by the member of Council or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (c) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
 - (b) the member of Council or any connected person falling within sub- clauses (1) to (3) has a substantial interest; or
 - (c) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (d) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

I certify that this is a true copy of the Articles of Association as amended by the Annual General Meeting of the Membership of the Society held on 27th February 2023


Signed

Julia Elton
Honorary Secretary
The Newcomen Society

28/2/23
Dated